

**UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO**

-----X

In re:  THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,  as representative of  THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i> ,  Debtors. <sup>1</sup>	PROMESA Title III  No. 17 BK 3283-LTS  (Jointly Administered)
---	--

-----X

**NOTICE OF AGENDA OF MATTERS SCHEDULED  
FOR THE HEARING ON SEPTEMBER 13-14, 2018 AT 9:30 A.M. (AST & EST)**

**Time and Date of  
Hearing:**

**Thursday, September 13, 2018,**  
from 9:30 a.m. to 12:00 p.m.,  
from 1:00 p.m. to 5:00 p.m.,  
and, if necessary,  
**Friday, September 14, 2018,**  
from 9:30 a.m. to 12:00 p.m.,  
(Atlantic Standard Time)

**Location of Hearing:**

Honorable Laura Taylor Swain, United States District Court Judge  
**Courtroom 3**  
United States District Court for the District of Puerto Rico  
**Clemente Ruiz Nazario United States Courthouse**  
**150 Carlos Chardón Avenue**  
San Juan, P.R. 00918-1767

**Video Teleconference:** The hearing will be broadcast by **video teleconference in Courtroom 17C<sup>2</sup>** of the United States District Court for the Southern District of New York, **Daniel Patrick Moynihan Courthouse, 500 Pearl Street, New York, NY 10007**

---

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

<sup>2</sup> Attendees should check the notice board in the lobby of the New York courthouse on the morning of the hearing to confirm the courtroom location.

**Copies of Documents:** Copies of all documents filed in these title III cases are available free of charge (a) by visiting <https://cases.primeclerk.com/puertorico> or by calling +1 (844) 822-9231, and (b) on the Court's website at <http://www.prd.uscourts.gov>, subject to the procedures and fees set forth therein.

## **I. STATUS REPORTS:**

### **1. Reports from the Oversight Board.**

Description: Status report from professionals for the Oversight Board on (1) general status; (2) the conclusion of the independent investigation and the anticipated timing and scope of the activities of any claims committee, including the general contours of the Debtors' anticipated process for evaluating whether claims should be pursued on behalf of the Debtor(s); (3) PREPA's cash flow status and the status of restructuring efforts; and (4) status of the COFINA RSA and the timing of an anticipated plan of adjustment.

Estimated Time Required: 20 minutes.

### **2. Report from AAFAF.**

Description: Status report from professionals for AAFAF regarding the GDB solicitation and voting process.

Estimated Time Required: 10 minutes.

## **II. UNCONTESTED MATTERS:**

### **1. Fee Examiner's Motion to Impose Presumptive Standards and Timeliness Requirements for Fee Applications.** Fee Examiner's Motion to Impose Presumptive Standards and Timeliness Requirements for Professional Fee Applications [**Case No. 17-3283, ECF No. 3790**]

Description: The Fee Examiner seeks to impose presumptive standards and timeliness requirements for professional fee applications.

Objection Deadline: August 28, 2018 at 4:00 p.m. (Atlantic Standard Time).

Responses:

A. None.

Reply, Joinder & Statement Deadlines: September 4, 2018 at 4:00 p.m. (Atlantic Standard Time) for all parties other than the Debtors or Statutory Committees and September 5, 2018 at 4:00 p.m. (Atlantic Standard Time) for Debtors and Statutory Committees.

Replies, Joinders & Statements:

A. None.

Related Documents:

A. Certification of Counsel Regarding Fee Examiner's Presumptive Standards Motion Set for Hearing on September 13, 2018 at 9:30 A.M. (AST) [**Case No. 17-3283, ECF No. 3849**]

Status: This matter is going forward.

Estimated Time Required: 5 minutes.

**III. CONTESTED MATTERS:**

1. **Creditors' Committee Motion to Enforce Automatic Stay and Court's June 29, 2017 Order Confirming Application of Automatic Stay with Respect to GDB Restructuring.**  
Urgent Motion of Official Committee of Unsecured Creditors, Pursuant to Bankruptcy Code Sections 105(a) and 362, for entry of Order Enforcing Automatic Stay and Court's June 29, 2017 Order Confirming Application of Automatic Stay with Respect to GDB Restructuring [**Case No. 17-3283, ECF No. 3797**]

Description: The Official Committee of Unsecured Creditors seeks entry of an order, pursuant to Bankruptcy Code sections 105(a) and 362, enforcing the automatic stay and the Court's June 2017 order confirming application of the automatic stay with respect to the GDB restructuring.

Objection Deadline: August 29, 2018 at 4:00 p.m. (Atlantic Standard Time).

Responses:

- A. Response in Support of Urgent Motion of Official Committee of Unsecured Creditors, Pursuant to Bankruptcy Code Sections 105(a) and 362, for Entry of Order Enforcing Automatic Stay and Court's June 29, 2017 Order Confirming Application of Automatic Stay with Respect to GDB Restructuring [**Case No. 17-3283, ECF No. 3822**]
- B. Objection of the Government Development Bank for Puerto Rico and the Puerto Rico Fiscal Agency and Financial Advisory Authority to the Urgent Motion of Official Committee of Unsecured Creditors, Pursuant to Bankruptcy Code Sections 105(a) And 362, for Entry of Order Enforcing Automatic Stay and Court's June 29, 2017 Order Confirming Application of Automatic Stay with Respect to GDB Restructuring [**Case No. 17-3283, ECF No. 3826**]

- C. Objection of Financial Oversight and Management Board for Puerto Rico to Urgent Motion of Official Committee of Unsecured Creditors, Pursuant to Bankruptcy Code Sections 105(a) and 362, for Entry of Order Enforcing Automatic Stay and Court's June 29, 2017 Order Confirming Application of Automatic Stay with Respect to GDB Restructuring [**Case No. 17-3283, ECF No. 3845**]

Reply, Joinder & Statement Deadlines: September 6, 2018 at 12:00 p.m. (Atlantic Standard Time).

Replies, Joinders & Statements:

- A. Omnibus Reply of Official Committee of Unsecured Creditors in Support of Urgent Motion, Pursuant to Bankruptcy Code Sections 105(a) and 362, for Entry of Order Enforcing Automatic Stay and Court's June 29, 2017 Order Confirming Application of Automatic Stay with Respect to GDB Restructuring [**Case No. 17-3283, ECF No. 3869**]

Related Documents:

- A. Urgent Motion of Official Committee of Unsecured Creditors to Expedite Consideration of Urgent Motion of Official Committee of Unsecured Creditors, Pursuant to Bankruptcy Code Sections 105(a) and 362, for Entry of Order Enforcing Automatic Stay and Court's June 29, 2017 Order Confirming Application of Automatic Stay with Respect to GDB Restructuring [**Case No. 17-3283, ECF No. 3798**]
- B. Motion of Official Committee of Unsecured Creditors, for Leave to File Spanish Language Document and Extension of Time to File Certified English Translations [**Case No. 17-3283, ECF No. 3799**]
- C. Order Expediting Consideration of Urgent Motion of Official Committee of Unsecured Creditors, Pursuant to Bankruptcy Code Sections 105(a) and 362, for Entry of Order Enforcing Automatic Stay and Court's June 29, 2017 Order Confirming Application of Automatic Stay with Respect to GDB Restructuring [**Case No. 17-3283, ECF No. 3800**]
- D. Order Granting Motion of Official Committee of Unsecured Creditors for Leave to File Spanish Language Document and Extension of Time to File Certified English Translation [**Case No. 17-3283, ECF No. 3801**]
- E. Notice of Filing of Certified English Translation [**Case No. 17-3283, ECF No. 3809**]
- F. Official Committee of Unsecured Creditors' Informative Motion Regarding Consensual Extension of Deadline to Object to Urgent Motion of Official Committee of Unsecured Creditors, Pursuant to Bankruptcy Code Sections 105(a) and 362, for Entry of Order Enforcing Automatic Stay and Court's June 29, 2017 Order Confirming Application of Automatic Stay with Respect to GDB Restructuring [**Case No. 17-3283, ECF No. 3820**]

- G. Motion of the Government Development Bank for Puerto Rico and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Leave to Submit Spanish Language Case Law and for Extension of Time to File Certified Translations [**Case No. 17-3283, ECF No. 3829**]
- H. Order on Motion of the Government Development Bank for Puerto Rico and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Leave to Submit Spanish Language Case Law and for Extension of Time to File Certified Translations [**Case No. 17-3283, ECF No. 3835**]
- I. Motion Submitting Certified Translations [**Case No. 17-3283, ECF No. 3858**]
- J. Order Scheduling Hearing on Urgent Motion of Official Committee of Unsecured Creditors for Entry of Order Enforcing Automatic Stay [**Case No. 17-3283, ECF No. 3861**]
- K. Urgent Motion of Official Committee of Unsecured Creditors for Leave to Exceed Page Limits in its Omnibus Reply to Objections to Committee's Urgent Motion, Pursuant to Bankruptcy Code Sections 105(a) and 362, for Entry of Order Enforcing Automatic Stay and Court's June 29, 2017 Order Confirming Application of Automatic Stay with Respect to GDB Restructuring [**Case No. 17-3283, ECF No. 3862**]
- L. Order Granting Urgent Motion of Official Committee of Unsecured Creditors for Leave to Exceed Page Limits in its Omnibus Reply to Objections to Committee's Urgent Motion, Pursuant to Bankruptcy Code Sections 105(a) and 362, for Entry of Order Enforcing Automatic Stay and Court's June 29, 2017 Order Confirming Application of Automatic Stay with Respect to GDB Restructuring [**Case No. 17-3283, ECF No. 3867**]

Status: This matter is going forward.

Estimated Time Required: 40 minutes.

#### **IV. ADJOURNED MATTERS:**

1. **Committee's Motion to Compel the Debtors to Comply with Interim Compensation Orders.** Official Committee of Unsecured Creditors' (A) Urgent Motion, Pursuant to Bankruptcy Code Section 105(a), to Compel Debtors to Comply with Interim Compensation Orders and (B) Joinder in Motions of Retiree Committee and COFINA Agent to Compel Compliance with Same [**Case No. 17-3283, ECF No. 3604**]

Description: The Official Committee of Unsecured Creditors' seeks to compel the Debtors to comply with the interim compensation orders, and joins in the motions of the Retiree Committee and COFINA Agent to compel compliance with the same.

Objection Deadline: July 20, 2018 at 12:00 p.m. (Atlantic Standard Time).

Responses:

- A. AAFAF'S Omnibus Response to Motions to Compel Payment Filed by the Retiree Committee [ECF No. 3513], COFINA Agent [ECF No. 3544], and Unsecured Creditors' Committee [ECF No. 3604] [**Case No. 17-3283, ECF No. 3655**]

Reply, Joinder & Statement Deadlines: July 22, 2018 at 12:00 p.m. (Atlantic Standard Time).

Replies, Joinders & Statements:

- A. None.

Related Documents:

- A. Urgent Motion of Official Committee of Unsecured Creditors to Expedite Consideration of its Urgent Motion, Pursuant to Bankruptcy Code Section 105(a), to Compel Debtors to Comply with Interim Compensation Orders [**Case No. 17-3283, ECF No. 3605**]
- B. Order Scheduling Briefing of Official Committee of Unsecured Creditors' (A) Urgent Motion, Pursuant to Bankruptcy Code Section 105(a), to Compel Debtors to Comply with Interim Compensation Orders and (B) Joinder in Motions of Retiree Committee and COFINA Agent to Compel Compliance with Same [**Case No. 17-3283, ECF No. 3608**]
- C. Informative Motion Regarding Consensual Adjournment of Official Committee of Unsecured Creditors' Urgent Motion, Pursuant to Bankruptcy Code Section 105(a), to Compel Debtors to Comply with Interim Compensation Orders, Solely as it Relates to Request to Compel Payment of Paul Hastings' Fees and Expenses [**Case No. 17-3283, ECF No. 3652**]
- D. Informative Motion Regarding Withdrawal, Without Prejudice, of the Official Committee of Unsecured Creditors' Urgent Motion to Compel Debtors to Comply with Interim Compensation Orders, Solely as It Relates to Request to Compel Payments of Kroma's Fees and Expenses [**Case No. 17-3283, ECF No. 3668**]

Status: This matter has been adjourned until the November 7, 2018 omnibus hearing.

Estimated Time Required: N/A.

2. **Report from the Fee Examiner regarding First Interim Applications for Compensation.**

Description: The Fee Examiner, Brady C. Williamson, will present his recommendations regarding the first interim applications for allowance of compensation and reimbursement of expenses submitted by the following professionals:

	<b>Applicant</b>	<b>Docket No.</b>	<b>Period</b>
1.	McKinsey & Company, Inc. Washington D.C. (Consulting Services Provider to FOMB)	2073	5/3/17 – 9/30/17

Related Documents:

- A. Fee Examiner's Initial Report [**Case No. 17-3283, ECF No. 2645**]
- B. Fee Examiner's Supplemental Report and Informative Motion on Uncontested Fee Applications for the First Interim Compensation Period (May 3 - September 30, 2017) Recommended for Court Approval at or Before the Omnibus Hearing on April 25, 2018 at 9:30 A.M. (AST) [**Case No. 17-3283, ECF No. 2909**]
- C. Fee Examiner's Supplemental Report, Status Report, and Informative Motion on Uncontested Fee Applications for the First (May 3-September 30, 2017) and Second (October 1, 2017-January 31, 2018) Interim Compensation Periods—All Recommended for Court Approval at or Before the Omnibus Hearing on July 25, 2018 At 9:30 A.M. (AST) [**Case No. 17-3283, ECF No. 3613**]
- D. Supplemental Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the First and Second Interim Compensation Periods from May 3 through September 30, 2017 and from October 1, 2017 through January 31, 2018 [**Case No. 17-3283, ECF No. 3656**]
- E. Fee Examiner's Second Supplemental Report, Status Report, and Informative Motion on Uncontested Fee Applications for the First (May 3-September 30, 2017) and Second (October 1, 2017-January 31, 2018) Interim Compensation Periods—All Recommended for Court Approval at or Before the Omnibus Hearing Scheduled for September 13, 2018 at 9:30 A.M. (AST) [**Case No. 17-3283, ECF No. 3865**]
- F. Second Supplemental Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the First and Second Interim Compensation Periods from May 3 through September 30, 2017 and From October 1, 2017 through January 31, 2018 [**Case No. 17-3283, ECF No. 3874**]

Status: This matter has been adjourned until the November 7, 2018 omnibus hearing.

Estimated Time Required: N/A.

3. **Report from the Fee Examiner regarding Second Interim Applications for Compensation.**

Description: The Fee Examiner, Brady C. Williamson, will present his recommendations regarding the second interim applications for allowance of compensation and reimbursement of expenses submitted by the following professionals:



	<b>Applicant</b>	<b>Docket No.</b>	<b>Period</b>
1.	Proskauer Rose LLP (Attorneys for FOMB, as representative of Debtor Commonwealth)	2868	10/1/17 – 1/31/18
2.	Proskauer Rose LLP (Attorneys for FOMB, as representative of Debtor COFINA)	2870	10/1/17 – 1/31/18
3.	Proskauer Rose LLP (Attorneys for FOMB, as representative of Debtor ERS)	2872	10/1/17 – 1/31/18
4.	Proskauer Rose LLP (Attorneys for FOMB, as representative of Debtor PREPA)	2876	10/1/17 – 1/31/18
5.	Proskauer Rose LLP (Attorneys for FOMB, as representative of Debtor HTA)	2874	10/1/17 – 1/31/18
6.	McKinsey & Company, Inc. Washington D.C. (Consulting Services Provider to FOMB)	2756	10/1/17 – 1/31/18
7.	Citigroup Global Markets Inc. (Investment Banker and Financial Advisor to FOMB)*	2944	1/27/17 – 1/31/18
8.	Andrew Wolfe (Independent Contractor to FOMB)	2718	10/1/17 – 1/31/18
9.	Ankura Consulting Group, LLC (Financial Advisors to AAFAF)	2751	10/1/17 – 1/31/18
10.	Ankura Consulting Group, LLC (Financial Advisors to PREPA)	2755	10/1/17 – 1/31/18
11.	Zolfo Cooper (Financial Advisor to the Official Committee of Unsecured Creditors)	2739	10/1/17 – 1/31/18

\* An asterisk next to a name denotes that this is the first interim application filed by that applicant.

Related Documents:

- A. Fee Examiner's Second Report on Professional Fees and Expenses (October 1, 2017-January 31, 2018) [**Case No. 17-3283, ECF No. 3193**]
- B. Fee Examiner's Supplemental Report, Status Report, and Informative Motion on Uncontested Fee Applications for the First (May 3-September 30, 2017) and Second (October 1, 2017-January 31, 2018) Interim Compensation Periods—All Recommended for Court Approval at or Before the Omnibus Hearing on July 25, 2018 At 9:30 A.M. (AST) [**Case No. 17-3283, ECF No. 3613**]
- C. Supplemental Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the First and Second Interim Compensation Periods from May 3 through September 30, 2017 and from October 1, 2017 through January 31, 2018 [**Case No. 17-3283, ECF No. 3656**]
- D. Fee Examiner's Second Supplemental Report, Status Report, and Informative Motion on Uncontested Fee Applications for the First (May 3-September 30, 2017) and Second (October 1, 2017-January 31, 2018) Interim Compensation Periods—All Recommended for Court Approval at or Before the Omnibus Hearing Scheduled for September 13, 2018 at 9:30 A.M. (AST) [**Case No. 17-3283, ECF No. 3865**]



E. Second Supplemental Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the First and Second Interim Compensation Periods from May 3 through September 30, 2017 and From October 1, 2017 through January 31, 2018 [**Case No. 17-3283, ECF No. 3874**]

Status: This matter has been adjourned until the November 7, 2018 omnibus hearing.

Estimated Time Required: N/A.

*[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]*

Dated: September 10, 2018  
San Juan, Puerto Rico

Respectfully submitted,

/s/ Martin J. Bienenstock

Martin J. Bienenstock  
Paul V. Possinger  
Ehud Barak  
Maja Zerjal  
(Admission *Pro Hac Vice*)  
**PROSKAUER ROSE LLP**  
Eleven Times Square  
New York, NY 10036  
Tel: (212) 969-3000  
Fax: (212) 969-2900

*Attorneys for the Financial Oversight and  
Management Board as representative for the  
Debtors*

/s/ Hermann D. Bauer

Hermann D. Bauer  
USDC No. 215205  
**O'NEILL & BORGES LLC**  
250 Muñoz Rivera Ave., Suite 800  
San Juan, PR 00918-1813  
Tel: (787) 764-8181  
Fax: (787) 753-8944

*Co-Attorneys for the Financial Oversight and  
Management Board as representative for the  
Debtors*